

DINGUS MICHAEL H R

Form 4

December 15, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DINGUS MICHAEL H R

(Last) (First) (Middle)

1735 MARKET STREET

(Street)

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SUNOCO INC [SUN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/14/2005		M/K	47,800 A	\$ 24.51	120,482.814 D	
Common Stock	12/14/2005		F	26,374 D	\$ 83.18	94,108.814 D	
Common Stock	12/14/2005		S	2,000 D	\$ 83.25	92,108.814 D	
Common Stock	12/14/2005		S	1,100 D	\$ 83.5	91,008.814 D	
Common Stock	12/14/2005		S	900 D	\$ 83.52	90,108.814 D	

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Common Stock	12/14/2005	S	2,000	D	\$ 83.64	88,108.814	D	
Common Stock	12/14/2005	S	900	D	\$ 83.65	87,208.814	D	
Common Stock	12/14/2005	S	1,812	D	\$ 83.69	85,396.814	D	
Common Stock	12/14/2005	S	2,000	D	\$ 83.71	83,396.814	D	
Common Stock	12/14/2005	S	30,000	D	\$ 83.72	53,396.814	D	
Common Stock						10,302	I	ESOP Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 24.51	12/14/2005		M/K ⁽¹⁾		47,800		12/03/2005	12/03/2013	Common Stock	47,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DINGUS MICHAEL H R 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Senior Vice President

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Michael H. R.
Dingus

12/15/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Exercise, via stock swap, of 47,800 stock options granted in 2003 at an option price of \$24.51 in compliance with Rule 16(b)3 under the
(1) Sunoco, Inc. Long-Term Performance Enhancement Plan II ("LTPEP II") for net of 21,426 shares of Sunoco, Inc. common stock issued to reporting person (14,084 shares swapped to pay option price, and 12,290 shares used for tax withholding obligation).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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